

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

FCS ADVISORS, LLC,

Plaintiff,

—*against*—

THEIA GROUP, INC., d/b/a “THORIAN
GROUP” and/or “CYPHERIAN”;

THEIA AVIATION, LLC; and

THEIA HOLDINGS A, INC., d/b/a “THORIAN
HOLDINGS,”

Defendants.

21 Civ. 6995 (KPC)

REPLY DECLARATION OF CHARLES MICHAEL

1. I am a partner with Steptoe & Johnson LLP, counsel for plaintiff FCS Advisors, LLC (“Brevet”). I submit this reply declaration in further support of Brevet’s motion to appoint a temporary receiver.

2. Attached are true copies of the following exhibits. Documents marked with the prefix “THEIA” were produced by Theia as part of expedited discovery in this matter.

Ex.	Document
1	Theia Group, Inc., Balance Sheet (THEIA_0000423-25)
2	“Theia-Alchemi Summary & Convertible Note Information,” provided by counsel for the plaintiff in <i>Chinn v. Theia Group, Inc.</i> , 1:21-cv-00378 (D.R.I Sept. 15, 2021)
3	Theia Group, Inc., Balance Sheets, Jan. 2020 - June 2021 (THEIA_0001008-32, THEIA000375-425)
4	Theia Group, Inc. Profit and Loss Statements, Q1 2020 - Q2 2021 (THEIA_0000976-79, THEIA_0000469-79)
5	Theia Aviation, Balance Sheets, Jan. 2020 - July 2021 (THEIA_0000985-92, THEIA_0000341-74)
6	Theia Aviation, Profit and Loss Statements, Q1 2020 - Q2 2021 (THEIA_0000955-56, THEIA_0000439-42)

Ex.	Document
7	Complaint, <i>SRC, Inc. v. Theia Group, Inc.</i> , Civil Action No.: 21-2329 (D.D.C. Sept. 2, 2021)
8	Complaint, <i>Chinn v. Theia Group, Inc.</i> , 1:21-cv-00378 (D.R.I Sept. 15, 2021)
9	JPMorgan Chase, Bank Statements, Theia Group, Inc., Account Ending 8023, June 2020 through February 2021 (THEIA_0000219-308)
10	Summary of Payments to Messrs. Gallagher and Olson, from Exhibit 9
11	Consulting Agreement between Theia Group, Inc. and Meridian Vector Corporation, Jan. 1, 2016 (THEIA_0000579-90)
12	Consulting Agreement between Theia Group, Inc. and Meridian Meridican Incorporated, Dec. 4, 2015 (THEIA_0000757-71)
13	Independent Contract Agreement between FCS Advisors, LLC and Leeds Holdings, LLC, dated as of June 29, 2020
14	Invoices, Leeds Holdings LLC to Theia Group, Inc.
15	Summary of Theia Payments to Leeds Holdings, LLC, from Exhibit 9
16	Email from Robert Leeds to Eugene Sullivan (Theia), April 5, 2021
17	Independent Contract Agreement between FCS Advisors, LLC and Leeds Holdings, LLC, dated as of April 15, 2020
18	Email from Robert Leeds to Erlend Olson, Jan. 28, 2021
19	Email from Robert Leeds to Erlend Olson, Feb. 1, 2021
20	Email Chain Between John Gallagher and Robert Leeds, Feb. 9, 2021
21	First Amendment to Secured Note Purchase Agreement and Related Transaction Documents, Aug. 7, 2019

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
September 21, 2021

/s/ Charles Michael
Charles Michael